

THE PUBLIC UTILITIES COMMISSION

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OF THE STATE OF SOUTH DAKOTA

JAN 04 2006

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

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IN THE MATTER OF THE PETITION OF  
FIBER RING REVENUE-POOLING ASSOCIATION  
FOR APPROVAL OF AMENDED  
REVENUE-POOLING ARRANGEMENT DOCUMENTS

TC05-173

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Transcript of Recorded Proceedings  
November 1, 2005

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BEFORE THE PUBLIC UTILITIES COMMISSION,  
GARY HANSON, CHAIRMAN  
BOB SAHR, VICE CHAIRMAN  
DUSTY JOHNSON, COMMISSIONER

COMMISSION STAFF  
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Dave Jacobson  
Bob Knadle  
Deb Gregg  
Tina Douglas  
Heather Forney  
Pam Bonrud

APPEARANCES

Darla Pollman Rogers

Reported By Cheri McComsey Wittler, RPR, CRR

**PRECISION REPORTING**  
**L I M I T E D**

APPEARANCES BY TELEPHONE

- Larry Thompson
- Jeff Larson
- Doug Eidahl
- Talbot Wieczorek
- Meredith Moore
- John Miller
- Jeff Decker
- Mary Sisak
- Melissa Thompson
- Jim Adkins
- Lynn Ratanvale
- Mary Lohnes
- Don Ball
- Linda Walsh

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TRANSCRIPT OF RECORDED PROCEEDINGS, held in  
 the above-entitled matter, at the South Dakota State  
 Capitol, Room 412, 500 East Capitol Avenue, Pierre,  
 South Dakota, on the 1st day of November 2005,  
 commencing at 1:30 p.m.

1 CHAIRMAN HANSON: TC05-173, In the  
2 Matter of the Petition of Fiber Ring  
3 Revenue-Pooling Association for Approval of Amended  
4 Revenue-Pooling Arrangement Documents.

5 The question before the Commission is shall  
6 the Commission approve the amended revenue-pooling  
7 arrangement documents?

8 And who's first up on this one? Oh, Darla.

9 MS. POLLMAN ROGERS: Good afternoon.  
10 My name is Darla Pollman Rogers, and I am the  
11 attorney for FRRPA, which is Fiber Ring  
12 Revenue-Pooling Association.

13 FRRPA has a Petition pending in front of this  
14 Commission asking for approval of its pooling  
15 arrangements, of the pooling arrangements between  
16 FRRPA and the ring user LECs and also the  
17 arrangements between FRRPA and the SONET ring  
18 providers and its -- as these arrangements are  
19 contained in contracts filed as a part of this  
20 Petition. We are further asking you to find that  
21 the FRRPA pooling arrangements are in the public  
22 interest.

23 If the Commission would permit, I would like  
24 to give you just a little bit of a background with  
25 regard to FRRPA and hopefully that will help you in

1 your decision today.

2 FRRPA was organized on March 17 of 1999 to  
3 provide a pooling mechanism for a collective  
4 cost-shared, cost-averaged, nondistant sensitive,  
5 fully protective transport network for local  
6 exchange companies whose traffic is carried on any  
7 of the joint South Dakota local exchange companies  
8 and SDN's SONET ring transport facilities. This  
9 pooling arrangement is consistent with South Dakota  
10 statutes that clearly articulate the intent of the  
11 South Dakota Legislature to enable companies in  
12 South Dakota to provide infrastructure such as  
13 SONET interconnection survivable rings which are  
14 the subject of this Petition. I have cited some of  
15 those statutes for you in our Petition.

16 But I would particularly like to draw your  
17 attention to SDCL 49-31-51. -- or 59.1. It is the  
18 intent of the Legislature to encourage  
19 telecommunications companies to more efficiently  
20 meet the infrastructure deployment goal described  
21 in SDCL 49-31-60 and 61 for a fully integrated  
22 SONET backbone of interconnected survivable rings.  
23 To that end, telecommunications companies may  
24 jointly provide facilities and enter into  
25 revenue-pooling arrangements between and among

1 themselves relating to the provisioning of these  
2 facilities. And, of course, that is exactly the  
3 purpose of FRRPA.

4 So historically then what was FRRPA's  
5 function? It had basically a three-fold function.  
6 Number one, FRRPA was formed to establish a joint  
7 provisioning arrangement. Number two, FRRPA  
8 coordinated the actual construction of the rings.  
9 And, third, FRRPA provided a centralized  
10 administration system of the ring facilities. With  
11 FRRPA providing those functions the independent  
12 LECs in South Dakota together with SDN were able to  
13 construct, implement, provision, and maintain a  
14 fully integrated SONET backbone of interconnected  
15 survivable rings.

16 These rings today serve nearly all of the  
17 independent LECs in the state, and they cover more  
18 than 70 percent of the geography of South Dakota.  
19 These rings also allow the LECs to provide the  
20 advanced services expected and articulated in the  
21 South Dakota Statutes.

22 And the question then is how was this  
23 accomplished? And specifically it was accomplished  
24 through a series of contractual arrangements.  
25 FRRPA does not own any of the facilities. It's the

1 pooling -- FRRPA's the pooling mechanism that  
2 administers the system of the ring facilities. SDN  
3 and some of the LECs actually own the facilities.  
4 They own portions of the ring. And then those  
5 facilities are provisioned or provided through  
6 contractual agreements between the companies or  
7 SDN, depending on who owns that portion of the  
8 ring. The contracts are between the local exchange  
9 carrier and FRRPA or SDN and FRRPA. Those are  
10 called the SNET ring provider agreements, the  
11 SRPs. Copies of those have been filed with the  
12 Petition.

13 Then SDN and the LECs that use the ring  
14 facilities also enter into a ring user local  
15 exchange company agreement with FRRPA. And these  
16 are called the RULs. So the concept and function  
17 of FRRPA is the same today as when it was first  
18 formed. This Commission reviewed the FRRPA  
19 organization and the association in -- in the year  
20 2000 and, in fact, by order dated July 20 of 2000  
21 approved the whole concept of FRRPA and the way it  
22 functions. We're asking you to do the same today.

23 The contracts that were part of the initial  
24 filing expire on December 31 of 2005 so new  
25 contracts have now been negotiated among the

1 various parties, FRRPA and the LECs and FRRPA and  
2 SDN. And those agreements or the new contracts  
3 will be effective January 1 of 2006. The  
4 arrangements are similar. Some of the terms of the  
5 contracts have been changed a little bit and the  
6 expiration dates, that type of thing.

7 So the purpose of the Petition and the reason  
8 we're here today is to amend and update the  
9 original FRRPA filing and to seek your approval of  
10 the amended SRP and RUL agreements and the other  
11 revised documents. And we're further asking this  
12 Commission to find that FRRPA's pooling  
13 arrangements are in the public interest.

14 I have with me today the president of FRRPA in  
15 person. He's here in person, Rod Bowar. And also  
16 I believe on the phone are our consultants,  
17 Vantage Point. And so we would be available for  
18 any questions, and we would ask your favorable  
19 consideration of our Petition.

20 Thank you.

21 CHAIRMAN HANSON: Thank you, Darla.  
22 Are there any questions of Ms. Rogers?

23 COMMISSIONER JOHNSON: Thank you,  
24 Mr. Chairman.

25 In Paragraph 13 of your Petition, I mean, you

1 explain that cost studies don't really have  
2 anything to do with that and the real, you know,  
3 meat and potatoes of the numbers come in with  
4 individual -- when LECs file their switched access  
5 cost studies with this Commission.

6 But still -- and it may be the fact that I  
7 haven't gone through this before so my apologies if  
8 you've sown this ground many times in the past.  
9 But it seems as though, you know, in some of these  
10 contracts there are significant increases, and  
11 there don't appear to be any basis for those  
12 increases.

13 Can you help shed some light on me as to why  
14 there would be those significant increases?

15 MS. POLLMAN ROGERS: Yes. I believe  
16 we can. I'm going to ask if Larry Thompson is on  
17 the phone and if he would like to respond to that  
18 question.

19 MR. THOMPSON: Yes, I'm on the  
20 phone. Are you referring to the PNS rate as far as  
21 increases go? Because those have been coming down  
22 with time.

23 Can you quantify what increases you're  
24 referring to?

25 COMMISSIONER JOHNSON: Yeah. In

1 some of the contracts -- I was looking at the  
2 128 pages of the exhibits -- it seems as though  
3 some of the contracts were increases over the past.

4 Did I misread that?

5 MR. THOMPSON: We have one  
6 increase -- one large increase in the FRRPA PNS  
7 rates. And the PNS rates again are the rates that  
8 the LECs -- the ring user LECs like Darla mentioned  
9 who use the network for putting on their switched  
10 traffic onto the network. And that was a planned  
11 increase when we formed FRRPA when we had a fairly  
12 significant upgrade when we were two years into the  
13 process.

14 We saw the rates go up at that time. They've  
15 progressively been going down since then. There  
16 are a few other Internet rates and a few other  
17 things that have seen some increases with time, and  
18 that's what you're referring to. And we're just  
19 bringing those (Inaudible) with the industry.

20 COMMISSIONER JOHNSON: And I guess  
21 maybe some of my concern, you know, comes from  
22 there doesn't appear to be a lot of information  
23 about that. And we can ask about particular pages  
24 and I can ask about particular exhibits but would  
25 it be unusual for the Commission to get more

1 information on some of these contracts, or is that  
2 not appropriate?

3 Again, I ask a lot of these questions because  
4 I haven't been through this process before.

5 MR. THOMPSON: Darla, do you want to  
6 answer that? I can kind of explain to you the  
7 concept of how FRRPA comes up with its rates.

8 MS. POLLMAN ROGERS: I was just  
9 going to suggest, would that be helpful just in  
10 general --

11 COMMISSIONER JOHNSON: Is there  
12 transparency for -- I mean, the users, I assume --  
13 I mean, obviously the people who aren't members of  
14 this group, you know, obviously have to pay to use  
15 some of these facilities.

16 Do they have transparency? Do they know where  
17 these costs come from?

18 MS. POLLMAN ROGERS: I think that  
19 our -- if we could just generally explain how FRRPA  
20 arrives at its rates and, Larry, you can certainly  
21 step in here.

22 Our rates are probably not -- I wouldn't say  
23 they are as formal as a cost study, but they are  
24 based on our cost. And, you know, we separate out  
25 the nonregulated portion of the cost and ultimately

1 arrive at the cost. There is also some negotiation  
2 because you have ring users and you have ring  
3 providers and so there's some negotiation between  
4 those groups and including SDN. So it doesn't --  
5 you know, the cost study methodology doesn't really  
6 fit this particular association's function, but it  
7 is a rate that is based on costs and then  
8 negotiated out further between and among the  
9 parties that are involved.

10 MR. THOMPSON: And let me just add  
11 one thing to that. The way FRRPA -- FRRPA pays the  
12 entities that provide fiber facilities, and they  
13 pay the entities that provide the electronics that  
14 make this whole joint venture possible.

15 And one thing I do want to mention with regard  
16 to that is -- and Vantage Point works in a lot of  
17 states. This level of cooperation among the LECs  
18 is almost just unheard of. And because of that  
19 cooperation they've been able to provision these  
20 survivable rings across the state so much less  
21 expensively than any of the alternatives.

22 But that's where FRRPA (Inaudible) its money.  
23 It receives payments from the LECs for putting  
24 their circuits then on the network. And like Darla  
25 said is we take the regulated portion of that

1 investment -- there are some unregulated functions  
2 that get pulled out of the expenses. What's left  
3 over then is we take the circuits and FRRPA, you  
4 know, is a net sum zero kind of entity so what we  
5 bring in we pay out. And so we've determined what  
6 the circuit basis -- what the circuit costs should  
7 be based on, you know, with the revenue FRRPA needs  
8 to be able to operate.

9 There's several traffic classes, and each one  
10 of those are listed in there. Public network  
11 switch and traffic PNS, which is what the circuit  
12 switching classes is. There's also classes for  
13 Internet and E911 and some other public interest  
14 categories that FRRPA supports as well.

15 COMMISSIONER JOHNSON: Is it  
16 unusual -- I mean, the Commission's in the position  
17 of, you know, approving these arrangements without  
18 necessarily knowing where the numbers come from.

19 I mean, is that typical? Is that unusual that  
20 we would approve agreements that we don't really  
21 know how those numbers were put together?

22 MS. POLLMAN ROGERS: Well, I do not  
23 think it's unusual since it's been done here by  
24 this Commission as recently as 2000. I think part  
25 of it again is, you know, the statutory enabling

1 legislation that really does encourage these types  
2 of arrangements.

3 If -- you know, if the rates became subject to  
4 question or unduly burdensome for either the RULs  
5 or the SRPs, obviously the negotiations would fall  
6 down and we wouldn't be here. And, in addition,  
7 you know, those rates are part of and included  
8 within the cost studies that the staff examines  
9 when we file our cost studies in each Docket. So  
10 if this system really started to deteriorate and  
11 fall apart, there would be, I think, other areas in  
12 which you could examine the rates. But, again,  
13 probably we wouldn't be here if there was a  
14 discrepancy in the rates or they couldn't be  
15 negotiated and agreed upon between the users and  
16 the providers.

17 COMMISSIONER JOHNSON: Well, that is  
18 insightful, and I appreciate that. And certainly  
19 my questions -- I mean, I wouldn't want to leave  
20 the idea that I don't think FRRPA is wonderful.  
21 And obviously this is a real example of  
22 cooperation.

23 I would just ask when we get to staff's  
24 opportunity to make a recommendation if they could  
25 just sort of provide their perspective of some of

1 the questions that I've asked.

2 Thank you.

3 CHAIRMAN HANSON: Further questions?

4 VICE CHAIRMAN SAHR: Mr. Chairman,  
5 just a point of clarification. You haven't had  
6 anyone ever challenge the costs or the rates coming  
7 through on this since its inception, have you?

8 MS. POLLMAN ROGERS: Not to my  
9 knowledge. I know of no challenges, no.

10 VICE CHAIRMAN SAHR: Thank you.

11 CHAIRMAN HANSON: John Smith, did  
12 you have any questions?

13 MR. SMITH: I did. Darla, would the  
14 numbers that form the -- the cost numbers that form  
15 the basis of these contracted numbers, are those  
16 numbers subject to revelation through discovery in  
17 the cost studying dockets if the parties thereto  
18 feel it necessary to look beneath the contract  
19 numbers themselves?

20 MS. POLLMAN ROGERS: I would not  
21 know of a reason why they would not be subject to  
22 discovery or questions by, you know, data requests  
23 from staff.

24 MR. SMITH: So there is a forum -- I  
25 mean, ultimately one of the cost payers here,

1 right, ends up being -- does that not end up being  
2 switched access customers?

3 MS. POLLMAN ROGERS: (Inaudible  
4 Response).

5 MR. SMITH: So they have an avenue,  
6 if they want to, to look beneath the end result  
7 numbers contained in these contracts and see what  
8 makes up those numbers?

9 MS. POLLMAN ROGERS: I believe that  
10 would be a fair statement, yes.

11 MR. SMITH: Okay. I'm just  
12 asking you this because I'm not an expert on it. I  
13 notice in the statute in one of the concerns it  
14 appears for the Legislature and I'm sure for you  
15 and probably for SDT and others is the antitrust  
16 exemption provisions.

17 And is it your view that we meet the minimum  
18 standards necessary for antitrust exemption in the  
19 absence of making some cost inquiry in this case?  
20 I'm not presuming the answer. I'm just asking you.

21 MS. POLLMAN ROGERS: Is your -- I  
22 believe your question to me is if the Commission  
23 approves our Petition today as presented without  
24 conducting a further inquiry into cost, would that  
25 grant us the antitrust protection of state action?

1 MR. SMITH: Right. Are we risking  
2 running -- risking weakening or losing possibly the  
3 protection from the antitrust -- of the antitrust  
4 exemption by not doing that? I'm not suggesting  
5 that we are. I'm just asking you whether or not  
6 that's a risk.

7 MS. POLLMAN ROGERS: Interestingly  
8 enough, FRRPA did form a task force to review and  
9 explore some of those issues, and the  
10 recommendation of the task force was, you know, to  
11 go forward with this filing so I think that their  
12 consensus in looking at that issue was that it's  
13 not a risk -- more of a risk for us to seek this  
14 approval.

15 MR. SMITH: Might -- and would one  
16 of the reasons for that maybe be that you have --  
17 or each operate within unique certificated  
18 territories and are not, in fact, in any way  
19 operating in a competitive environment for these  
20 services?

21 MS. POLLMAN ROGERS: That certainly  
22 could have been one of the considerations of the  
23 task force, yes.

24 MR. SMITH: Okay. Thank you.

25 CHAIRMAN HANSON: Thank you, Darla.

1 Does staff have -- Harlan.

2 MR. BEST: Thank you, Chairman.

3 This is Harlan Best of Commission staff. I have  
4 reviewed the information that was submitted by the  
5 company and have discussed with Mr. Thompson the  
6 method or the way in which the rates were arrived  
7 at i.e., through negotiation and signed contract.  
8 And staff would recommend that the Commission grant  
9 the filing of the Petition with the attached  
10 replacement exhibits I guess is what you'd call it,  
11 not approving the ones that have already been  
12 approved but the revised exhibits.

13 CHAIRMAN HANSON: Thank you. Are  
14 there any questions by members of the Commission?

15 Is there anyone else wishing to be heard  
16 before the Commission on this matter?

17 Is there a Motion?

18 VICE CHAIRMAN SAHR: Go ahead.

19 CHAIRMAN HANSON: I will make a  
20 Motion that the Commission approve the amended  
21 revenue-pooling arrangement documents.

22 VICE CHAIRMAN SAHR: I will second.

23 COMMISSIONER JOHNSON: I concur.  
24  
25

1 STATE OF SOUTH DAKOTA )

2 :SS

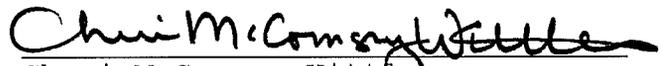
CERTIFICATE

3 COUNTY OF HUGHES )

4  
5 I, CHERI MCCOMSEY WITTLER, a Registered  
6 Professional Reporter and Notary Public in and for the  
7 State of South Dakota:

8 DO HEREBY CERTIFY that as the duly-appointed  
9 shorthand reporter, I transcribed the recorded portion  
10 of the foregoing proceedings.

11 Dated at Pierre, South Dakota this 4th day  
12 of January 2006.

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17 Cheri McComsey Wittler,  
18 Notary Public and  
19 Registered Professional Reporter  
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